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SPECIAL WARRANTY DEED

020034

THIS SPECIAL WARRANTY DEED made this 8th day of August, 2000, by and between McDONALD'S CORPORATION, a Delaware corporation ("Grantor") and AutoZone, Inc. a Nevada corporation d/b/a AZ Auto Parts, Inc. ("Grantee").

WITNESSETH:

That for valuable consideration in the total amount of Ten Dollars (\$10.00) paid in cash, the receipt of which is hereby acknowledged, Grantor hereby grants and conveys, with Special Warranty Deed unto Grantee the following described property located in the City of Waterville, County of Kennebec, State of Maine, and being more particularly described as follows (the "Property"):

SEE ATTACHED EXHIBIT "A"

SUBJECT TO THE FOLLOWING USE RESTRICTION: The premises shall not be used for restaurant purposes for a period of twenty years (20) from the date of the Special Warranty Deed. This restriction shall be a covenant running with the land described in Exhibit A and shall be binding upon the Grantee and Grantee's heirs, successors and assigns.

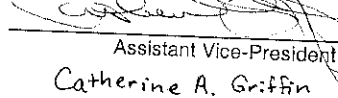
TO HAVE AND TO HOLD the aforesaid parcel of land and all privileges, easements, and appurtenances thereto belonging to the Grantee in fee simple, including expressly, but limited to: a quitclaim of any right, title and interest Grantor may have in and to any land lying in the right of way of any and all streets, alleys, and ways adjoining the Property to the center line thereof.

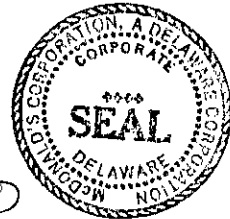
And Grantor covenants with the Grantee, that the Grantor has done nothing to impair such title as Grantor received, and Grantor warrant and defend the title against the law for claims of all persons claiming thereby, under or through the Grantor and no others.

The designation Grantor and Grantee as used therein shall include all parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine, or neutral as required by context.

WITNESS the following signature(s) and seal(s);

McDONALD'S CORPORATION,
a Delaware corporation

By: 
Assistant Vice-President
Catherine A. Griffin



Baxter Title Co.
P.O. Box 7740 3
Portland, Me 04101

McDonald's
(ACKNOWLEDGMENT)

37-258

STATE OF ILLINOIS

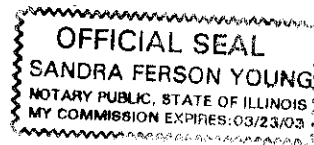
SS:

COUNTY OF DUPAGE

I, Sandra Ferson Young, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that Catherine A. Griffin, Assistant Vice President, of McDonald's Corporation, a Delaware corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Catherine A. Griffin respectively, appeared before me this day in person and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act as such Assistant Vice President respectively, as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 7th day of August, 2000.

Sandra Ferson Young
Notary Public



My commission expires: March 23, 2003

ACKNOWLEDGMENT - CORPORATE

STATE OF _____)
) SS:
COUNTY OF _____)

I, _____, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that _____, President and _____, Secretary of _____, a(n) _____ corporation, who is personally known to me to be the person whose name is subscribed to the foregoing instrument as such President, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as their free and voluntary act as such President and Secretary respectively and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this _____ day of _____, 19____.

Notary Public My commission expires _____.

BK 6272 PG 341

37-258

A CERTAIN LOT OR PARCEL OF LAND, SITUATED ON THE SOUTHERLY LINE OF KENNEDY MEMORIAL DRIVE, IN THE CITY OF WATERVILLE, COUNTY OF KENNEBEC, AND STATE OF MAINE, BEING BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT WHICH MARKS THE INTERSECTION OF THE SOUTHERLY LINE OF KENNEDY MEMORIAL DRIVE WITH THE EASTERLY LINE OF NELSON STREET; THENCE SOUTH 59° 22' 13" EAST ALONG SAID SOUTHERLY LINE OF KENNEDY MEMORIAL DRIVE A DISTANCE OF THIRTY-FIVE AND THIRTY-FOUR HUNDREDTHS (35.34) FEET TO AN IRON PIPE; THENCE SOUTH 36° 55' 38" EAST ALONG OTHER LAND OF UNITED MORTGAGE COMPANY A DISTANCE OF TWENTY-EIGHT AND TWENTY HUNDREDTHS (28.20) FEET TO AN IRON PIPE; THENCE SOUTH 59° 22' 13" EAST CONTINUING ALONG OTHER LAND OF UNITED MORTGAGE COMPANY A DISTANCE OF ONE HUNDRED EIGHT AND FIFTY-NINE HUNDREDTHS (108.59) FEET TO AN IRON PIPE WHICH MARKS THE BEGINNING OF A CURVE; THENCE ALONG A CONVEX ARC TO THE RIGHT A CURVED DISTANCE OF SIXTY-TWO AND EIGHTY-THREE HUNDREDTHS (62.83) FEET TO AN IRON PIPE WHICH MARKS THE END OF SAID CURVE, SAID CURVE HAS A CENTRAL ANGLE OF 90° AND A RADIUS OF FORTY (40) FEET; THENCE SOUTH 30° 37' 47" WEST CONTINUING ALONG OTHER LAND OF THE UNITED MORTGAGE COMPANY A DISTANCE OF ONE HUNDRED SIXTY-NINE AND TWENTY-THREE HUNDREDTHS (169.23) FEET TO AN IRON PIPE; THENCE NORTH 59° 22' 13" WEST ALONG OTHER LAND OF UNITED MORTGAGE COMPANY A DISTANCE OF ONE HUNDRED SIXTY-FOUR AND THIRTY-THREE HUNDREDTHS (164.33) FEET TO AN IRON PIPE IN THE EASTERLY LINE OF LAND NOW OR FORMERLY OF GERVAIS; THENCE NORTH 28° 00' 08" EAST ALONG SAID EASTERLY LINE OF LAND NOW OR FORMERLY OF GERVAIS A DISTANCE OF FORTY-ONE AND SIXTY-NINE HUNDREDTHS (41.69) FEET TO AN IRON PIN; THENCE NORTH 56° 04' 27" WEST ALONG THE NORTHERLY LINE OF SAID GERVAIS A DISTANCE OF FIFTY-TWO AND FOURTEEN HUNDREDTHS (52.14) FEET TO AN IRON PIN SET IN THE EASTERLY LINE OF NELSON STREET; THENCE NORTH 33° 20' 11" EAST ALONG SAID EASTERLY LINE OF NELSON STREET A DISTANCE OF ONE HUNDRED SEVENTY-FIVE AND FIFTY-FIVE HUNDREDTHS (175.55) FEET TO THE POINT AND PLACE OF BEGINNING, CONTAINING 0.99 AC. MORE OR LESS.

RECEIVED KENNEBEC SS.

2000 AUG 14 PM 1:17

EXHIBIT A

ATTEST: *Larson R. M. Munn*
REGISTER OF DEEDS